

RECORDATION NO. 29718 FILED

APR 04 '11 -2 30 PM

**SURFACE TRANSPORTATION BOARD**

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N W  
SUITE 301  
WASHINGTON, DC  
20036

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

(202) 393-2266  
FAX (202) 393-2156  
E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

April 4, 2011

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S W.  
Washington, D C 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, effective as of August 1, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents

The names and addresses of the parties to the enclosed document are

Assignor.	Trinity Industries Leasing Company 2525 Stemmons Freeway Dallas, TX 75207
Assignee	TLP Rail Trust I by Wilmington Trust Company, not in its individual capacity but solely as Trustee Rodney Square North 1100 North Market Street Wilmington, DE 29890

Chief  
Section of Administration  
April 4, 2011  
Page 2

A description of the railroad equipment covered by the enclosed document  
is:

9 covered hopper cars within the series TILX 639165 - TILX 641547 as  
more particularly set forth in the attachment to the document

A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$41 00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', followed by a long horizontal flourish.

Robert W Alvord

RWA/sem  
Enclosures

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## SURFACE TRANSPORTATION BOARD

## MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

Memorandum of Assignment and Assumption Agreement effective as of August 1, 2009 by and between Trinity Industries Leasing Company, a Delaware corporation (the "Assignor") and TLP Rail Trust I, a Delaware statutory trust (the "Assignee").

W I T N E S S E T H:

The undersigned have entered into that certain Assignment and Assumption Agreement (the "Assignment"), effective as of August 1, 2009, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to accept assignment from the Assignor of that certain railroad car lease as listed on Exhibit A attached hereto.

This Memo may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

**TLP RAIL TRUST I**

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: [Signature]  
Name: Jose L. Paredes  
Title: Assistant Vice President

**TRINITY INDUSTRIES LEASING COMPANY**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Executed on this 11<sup>th</sup> day of March, 2011

Executed on this \_\_\_\_ day of \_\_\_\_\_, 2011

[Memorandum of Assignment and Assumption Agreement]

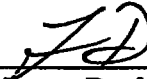
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

**TLP RAIL TRUST I**

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: \_\_\_\_\_  
Name:  
Title:

**TRINITY INDUSTRIES LEASING  
COMPANY**

By:  \_\_\_\_\_  
Name: Lance Davis  
Title: Vice President

Executed on this \_\_\_\_ day of \_\_\_\_\_, 2011

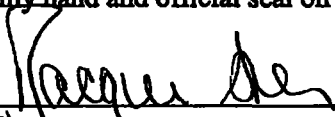
Executed on this 31<sup>st</sup> day of MARCH, 2011

[Memorandum of Assignment and Assumption Agreement]

STATE OF DELAWARE     )  
                                      ) SS:  
COUNTY OF NEW CASTLE )

On this, the 11<sup>th</sup> day of March 2011, before a Notary Public in and for said County and State, personally appeared Jose Parodot, who being by me duly sworn, says that (s)he is the Assistant Vice President of TLP Rail Trust I, by Wilmington Trust Company, not in its individual capacity but solely as Trustee, that said instrument was signed on March 11, 2011 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

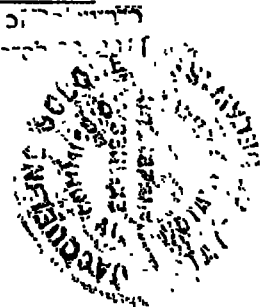
  
\_\_\_\_\_

Name:  
Notary Public

My Commission Expires:

Residing in \_\_\_\_\_

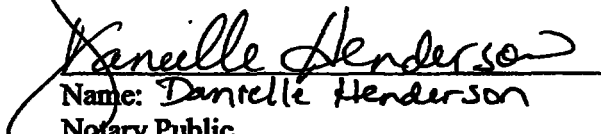
NOTARY PUBLIC  
STATE OF DELAWARE



STATE OF TEXAS       )  
                                  ) SS:  
COUNTY OF DALLAS    )

On this, the 31<sup>st</sup> day of March 2011, before a Notary Public in and for said County and State, personally appeared Lance Davis, who being by me duly sworn, says that he is the Vice President of Trinity Industries Leasing Company, that said instrument was signed on March 31, 2011 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name: Danielle Henderson  
Notary Public

My Commission Expires: 6/9/2012  
Residing in Cedar Hill TX



## **EXHIBIT A**

**Lease:** Rider Two (2), effective August 1, 2009, to that certain Railroad Car Lease Agreement, dated June 24, 2009, between Trinity Industries Leasing Company and NuGen Energy, LLC (successor in leasehold interest to Marion Energy Investments, LLC pursuant to that certain Consent to Assignment dated July 30, 2009)

**Equipment:** 6,351 cubic foot capacity quadruple covered hopper cars

**Quantity:** Nine (9)

**Road Numbers:** TILX 639165, 639168, 639765, 639767, 641514, 641518, 641520, 641528 and 641547



**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 4/11/11



\_\_\_\_\_  
Robert W. Alvord